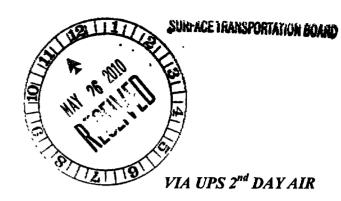
MLY 26 10

FIRST UNION RAIL

One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018

Tel 847.318.7575 Fax 847.318.7588



May 24, 2010

Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W., Suite 100 Washington, DC 20423-0001

Re: Documents for Rail Recordation

Memorandum of Lease Agreement Re:

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 31, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

First Union Rail Corporation

Lessee:

One O'Hare Centre

6250 N River Road, Suite 5000

Rosemont, IL 60018

Chemtrade Performance Chemicals US, LLC

155 Gordon Baker Road, Suite 300

Toronto, ON M2H 3N5

Canada

A description of the railroad equipment covered by the enclosed document is for eight (8) 3915 cu. ft. covered hopper cars; having FURX and NAHX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely.

Senior Documentation Specialist

Enclosure (CHPE002A)

RECORDATION NO. 29305 FILED

MAY 26'10 -4 37 PM

ASSGN, NO. CHPE002A

SURFACE TRANSPORTATION ROLLDO

MEMORANDUM OF LEASE - RIDER NO. 12. RENEWAL NO. 2

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of March 31. 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Chemtrade Performance Chemicals US, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name:	RICHARD F STATE
	VICE PRESIDENT SALES \$ 1/ 1-1
Title:	
Signatur	Chung F. Seymon
J	

LESSEE:

CHEMTRADE PERFORMANCE CHEMICALS US, LLC

Name: _______

Title: Trusidat + CAEO

Signature: Mark Davis

EXHIBIT A

to MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8).

DESCRIPTION OF CARS: 3915 cu. ft. pressure differential covered hopper cars,

263,000 lbs. gross rail loading, AAR Car Type C612

CAR NUMBERS: Cars to be remarked from NAHX to FURX per conversion list

below:

NEW MARK/NUMBER		OLD MARK/NUMBER		
צמווט	802202	NAITY	390465	
FURX	892302	NAHX	390403	
FURX	892373	NAHX	390003	
FURX	892386	NAHX	390110	
FURX	892397	NAHX	390199	
FURX	892404	NAHX	390244	
FURX	892413	NAHX	390310	
FURX	892417	NAHX	390355	
FURX	892420	NAHX	390372	